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T.R.A. DOCKET ROOM

**Guy M. Hicks**  
General Counsel

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May 14, 2004

VIA HAND DELIVERY

Hon. Deborah Taylor Tate  
Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

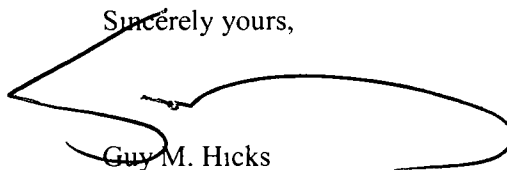
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and TCG MidSouth, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*  
Docket No. 04-00147

Dear Chairman Tate

Pursuant to Section 252(e) of the Telecommunications Act of 1996, TCG MidSouth, Inc. and BellSouth Telecommunications, Inc are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated May 22, 2002. The Amendment adds the line splitting USOC and rates to the Agreement.

Thank you for your attention to this matter

Sincerely yours,



Guy M. Hicks

cc. Bill Peacock, TCG MidSouth, Inc  
Chief Commercial Attorney, TCG MidSouth, Inc

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and TCG MidSouth, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. \_\_\_\_\_

**PETITION FOR APPROVAL OF THE**  
**AMENDMENT TO THE INTERCONNECTION AGREEMENT**  
**NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.**  
**AND TCG MIDSOUTH, INC.**  
**PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, TCG MidSouth, Inc. ("TCG") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 22, 2002 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, TCG and BellSouth state the following:

1. TCG and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to TCG. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") by Order dated September 20, 2002.

2. The parties have recently negotiated an Amendment to the Agreement. The Amendment adds the line splitting USOC and rates to the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, TCG and BellSouth are submitting their Amendment to the TRA for its consideration and

approval. The Amendment provides that either or both of the parties are authorized to submit the Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and TCG within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. TCG and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

TCG and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 14<sup>th</sup> day of May, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By: \_\_\_\_\_

Guy M. Hicks  
333 Commerce Street, Suite 2101  
Nashville, Tennessee 37201-3300  
(615) 214-6301  
Attorney for BellSouth

**Seventh  
Amendment to the Agreement  
Between  
TCG MidSouth, Inc.  
and  
BellSouth Telecommunications, Inc.  
Dated May 22, 2002**

Pursuant to this Amendment, (the "Amendment"), TCG MidSouth, Inc (TCG), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 22, 2002("Agreement") to be effective after the date of the last signature executing the Amendment

WHEREAS, BellSouth and TCG entered into the Agreement on May 22, 2002,  
and,

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

1. The parties agree to add the rates for Line Splitting as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference
- 2 All of the other provisions of the Agreement, dated May 22, 2002, shall remain in full force and effect
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

**BellSouth Telecommunications, Inc.**

By

Name. Kristen E Rowe

Title. Director, Interconnection Marketing

Date

4/19/04

**TCG MidSouth, Inc.**

By

Name Bill C Peacock

Title: Director - Local Services & Access Mgt

Date:

4-28-04

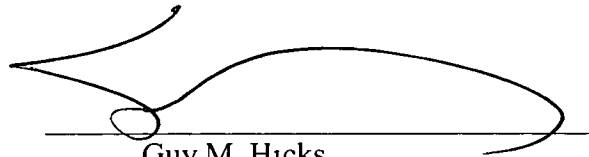
| UNBUNDLED NETWORK ELEMENTS - Tennessee   |  |                    |              |       |              |       |       |       |   |   |              |  |                                  |  |           |  |   |  |  |
|--|--|--------------------|--------------|-------|--------------|-------|-------|-------|---|---|--------------|--|----------------------------------|--|-----------|--|---|--|--|
| CATEGORY   | RATE ELEMENTS  | Inter<br>m<br>Zone | BCS          | USOC  | RATES (\$)   |       |       |       | Svc Order<br>Submitted<br>Elec<br>per LSR | Svc Order<br>Submitted<br>Manually<br>per LSR | Attachment 2 |  |                                  |  | Exhibit B |  |   |  |  |
|  |  |                    |              |       | Nonrecurring |       | First |       |   |   | Add'l        |  | Nonrecurring Disconnect<br>First |  | Add'l     |  | Incremental<br>Charge -<br>Manual Svc<br>Order vs<br>Electronic-<br>1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs<br>Electronic-<br>Disc 1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs<br>Electronic-<br>Disc 1st |
|  |  |                    |              |       |              |       |       |       |   |   |              |  |                                  |  |           |  |   |  |  |
| The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website<br><a href="http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm">http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm</a> |  |                    |              |       |              |       |       |       |   |   |              |  |                                  |  |           |  |   |  |  |
| PHYSICAL COLLOCATION   |  |                    |              |       |              |       |       |       |   |   |              |  |                                  |  |           |  |   |  |  |
|  | Physical Collocation-2 Wire Cross Connects (Loop) for Line Splitting |                    | UEPSR, UEPSB | PE1LS | 0.0475       | 11.62 | 9.90  | 10.38 | 8.66                                      |   |              |  |                                  |  |           |  |   |  |  |

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendments to the Interconnection Agreement on the following via United States Mail on the 14th day of May, 2004:

Bill Peacock  
TCG MidSouth, Inc.  
1200 Peachtree Street, NE  
Suite 12254  
Atlanta, GA 30309

Chief Commercial Attorney  
TCG MidSouth, Inc.  
Legal Department  
1200 Peachtree Street, NE  
Suite 8100  
Atlanta, GA 30309



Guy M. Hicks